

**STEINER** | Financial Corporation

1000 RIDC PLAZA • P.O. BOX 11432  
PITTSBURGH, PA 15238 • (412) 963-9975

RECORDATION NO. 14090-F FILED 1988

SEP 6 1988 -9 45 AM

**INTERSTATE COMMERCE COMMISSION**

August 30, 1988

No. **SEP 6 1988**

Date .....

Fee \$ 13.00

ICC Washington, D. C.

100 OFFICE OF  
THE SECRETARY  
SEP 6 9 40 AM '88  
PHOTOGRAPHIC UNIT

Interstate Commerce Commission  
Washington, D.C. 20423  
Attn: Mildred Lee, Recordation

Dear Madam:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment Agreement, a secondary document, dated August 30, 1988.

The primary document to which this is connected is recorded under Recordation No. 14090.

The names and addresses of the parties to the documents are as follows:

Lessor: Steiner Financial Corporation  
1000 RIDC Plaza  
Pittsburgh, PA 15238

Lessee: Western Fuels Association, Inc.  
Magruder Building  
1625 M Street, N.W.  
Washington, D.C. 20036-3210

Note Purchaser: National Cooperative Services Corporation  
1115 30th Street, N.W.  
Washington, D.C. 20007

A description of the equipment covered by the document follows:

Counterpart - Robert J. Lister

115 4,000 cubic foot flat bottom gondola cars, 100-ton nominal capacity bearing numbers:

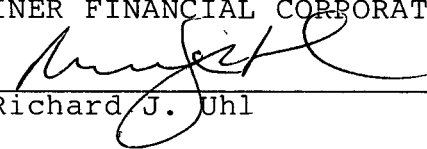
WFAX 83510 to WFAW 83513 (inclusive)  
WFAX 83515, WFAW 83517  
WFAX 83519 to WFAW 83535 (inclusive)  
WFAX 83537 to WFAW 83553 (inclusive)  
WFAX 83555 to WFAW 83557 (inclusive)  
WFAX 83559 to WFAW 83567 (inclusive)  
WFAX 83570, WFAW 83574, WFAW 83576  
WFAX 83578 to WFAW 83587 (inclusive)  
WFAX 83590 to WFAW 83593 (inclusive)  
WFAX 86625 to WFAW 86639 (inclusive)  
WFAX 83594 to WFAW 83608 (inclusive)  
WFAX 83610 to WFAW 83614 (inclusive)  
WFAX 83616, WFAW 83618 to WFAW 83624 (inclusive)  
WFAX 86640 to WFAW 86642 (inclusive)

A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Steiner Financial Corporation, 1000 RIDC Plaza, P.O. Box 11432, Pittsburgh, PA 15238, Attn: Robert J. Pickett.

Very truly yours,

STEINER FINANCIAL CORPORATION

BY:

  
Richard J. Uhl

Title: President

# Interstate Commerce Commission

Washington, D.C. 20423

9/6/88

OFFICE OF THE SECRETARY

Steiner Financial Corp.  
1000 RIDC Plaza  
P. O. Box 11432  
Pittsburg, PA 15238  
Att: Robert J. Pickett

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/6/88 at 9:45AM, and assigned recordation number(s). 14090-F

Sincerely yours,



Secretary

Enclosure(s)

RECORDATION NO. 14870  
AMENDMENT AGREEMENT

DUPLICATE

SEP 6 1988 9:12 AM  
RECEIVED AUG 29 1988

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT AGREEMENT ("Amendment") dated as of August 30,  
1988 is between STEINER FINANCIAL CORPORATION, a Utah  
corporation (the "Lessor" or the "Debtor"), WESTERN FUELS  
ASSOCIATION, INC., a Wyoming corporation (the "Lessee") and  
NATIONAL COOPERATIVE SERVICES CORPORATION (the "Note Purchaser").

RECITALS:

WHEREAS, Lessor, Lessee and Note Purchaser have entered into  
a Participation Agreement dated as of June 30, 1983 and as  
amended December 1, 1983 (the "Original Participation Agreement")  
providing for the leveraged lease financing of one hundred and  
fifteen 4,000 cubic foot flat bottom gondola cars (the "Equip-  
ment");

WHEREAS, pursuant to an Equipment Lease dated as of June 30,  
1983 and as amended December 1, 1983 and two separate certifi-  
cates of acceptance (the "Original Lease") Lessor leased the  
Equipment to the Lessee;

WHEREAS, pursuant to a Security Agreement dated as of June  
30, 1983 and as amended December 1, 1983 (the "Original Security  
Agreement") Lessor provided to the Note Purchaser with certain  
collateral to secure the payment of the Notes (as defined in the  
Participation Agreement) and the performance of certain of the  
Lessor's other obligations pursuant to the Original Participation  
Agreement and the Original Security Agreement;

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DUPLICATE

WHEREAS, pursuant to a Note Purchase Agreement (the "Note Purchase Agreement") dated as of December 1, 1983 among the Note Purchaser, the National Rural Utilities Cooperative Finance Corporation and the Knights of Columbus, the Note Purchaser has issued 13-1/4% notes to the Knights of Columbus with the intent that the proceeds thereof would be used to replace funds used by the Note Purchaser to purchase the Notes from the Lessor;

WHEREAS, Lessee has notified Lessor and Note Purchaser of casualties to the following eighteen (18) items of Equipment: ("Casualty Equipment")

WFAX 83514	WFAX 83568
WFAX 83516	WFAX 83569
WFAX 83554	WFAX 83571
WFAX 83558	WFAX 83575
WFAX 83572	WFAX 83577
WFAX 83573	WFAX 83588
WFAX 83518	WFAX 83589
WFAX 83536	WFAX 83609
WFAX 83615	WFAX 83617

WHEREAS, Lessee has also notified Lessor and Note Purchaser that pursuant to Section 11.1 of the Original Lease it has replaced the eighteen (18) items of Casualty Equipment;

NOW, THEREFORE, the parties do hereby agree as follows:

**RECEIVED AUG 29 1985**

Schedule A to the Original Lease is hereby amended and restated in its entirety as follows:

Description of Equipment

First Delivery Date Equipment:

Eighty-four 4,000 cubic foot flat bottom gondola cars, 100 ton nominal capacity, for rotary dumping, bearing numbers WFAX 83510 to WFAX 83513 (inclusive), WFAX 83515, WFAX 83517, WFAX 83519, to WFAX 83535 (inclusive), WFAX 83537 to WFAX 83553 (inclusive), WFAX 83555 to WFAX 83557 (inclusive), WFAX 83559 to WFAX 83567 (inclusive), WFAX 83570, WFAX 83574, WFAX 83576, WFAX 83578 to WFAX 83587 (inclusive), WFAX 83590 to WFAX 83593 (inclusive), WFAX 86625 to WFAX 86639 (inclusive).

Second Delivery Date Equipment:

Thirty-one 4,000 cubic foot flat bottom gondola cars, 100-ton nominal capacity, for rotary dumping, bearing numbers WFAX 83594 to WFAX 83608 (inclusive), WFAX 83610 to WFAX 83614 (inclusive), WFAX 83616, WFAX 83618 to WFAX 83624 (inclusive), WFAX 86640 to WFAX 86642 (inclusive).

Except as modified herein all other terms and conditions of the Original Participation Agreement, as amended, the Original Lease, as amended and the Original Security Agreement, as amended remain unchanged and in full force and effect.

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**DUPLICATE**

This Amendment may be executed in counterparts. However, only the counterpart marked "Lessor's Original" shall constitute "Chattel Paper" for purposes of the Uniform Commercial Code.

This Amendment shall be governed by and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunder duly authorized as of the day and year first written above.

**Steiner Financial Corporation**

By 

Title President

**Western Fuels Association, Inc.**

By 

Title General Manager

**National Cooperative Services Corporation**

By Martin R. Crowson

Title Assistant Secretary-Treasurer

STATE OF PENNSYLVANIA

SS:

COUNTY OF ALLEGHENY

On the 30th day of August, 1988, personally appeared before me Richard J. Uhl who being by me duly sworn (or affirmed), did say that he is the President of Steiner Financial Corporation, a Utah corporation, and that said instrument was signed in behalf of said corporation by authority of its by-laws and of a resolution of its Board of Directors and said Richard J. Uhl acknowledged to me that said corporation executed the same.

  
Linda D. Johnson  
Notary Public

LINDA D. JOHNSON, NOTARY PUBLIC  
PLUM BOROUGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES NOV. 28, 1988  
Member, Pennsylvania Association of Notaries

RECEIVED AUG 29 1988

Corporate Form of Acknowledgement

District  
State of Columbia

City  
County of Washington ss:

On this 14th day of July, 1988 before me personally appeared, Fred Palmer, to me personally known, who being by me duly sworn, says that (s)he is the General Manager of Western Fuels Association, Inc. that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Joy C. Steveken  
Signature of notary public

My Commission expires May 14, 1992

RECEIVED AUG 29 1988

Corporate Form of Acknowledgement

District  
State of Columbia

City  
County of Washington ss:

On this 22<sup>nd</sup> day of August, 1988 before me personally appeared, Martin R. Crowson, to me personally known, who being by me duly sworn, says that (s)he is the Asst. Secretary Treasurer of National Cooperative Services Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

Patricia Rutkewski  
Signature of notary public

My Commission expires July 14, 1993